

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

<u>In re</u>)	Chapter 11
)	
Kiebler Recreation, LLC)	Case No. 10-15099
dba Peek’N Peak Resort & Spa)	
)	Judge Baxter
Debtor.)	
)	

**JOINT EX PARTE MOTION FOR ENTRY OF STIPULATION AND AGREED ORDER
EXTENDING: FINAL ORDER AUTHORIZING THE USE OF CASH
COLLATERAL AND GRANTING ADEQUATE PROTECTION**

Debtor Kiebler Recreation, LLC (the “Debtor”), the Official Committee of Unsecured Creditors (the “Committee”), and The Huntington National Bank (“Huntington” and collectively, the “Parties”) have agreed to the attached Stipulation and Agreed Order (the “Extension Order”) Extending: Final Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of December 7, 2010, as amended (the “Final Cash Collateral Order”) [docket # 418].¹ The proposed Extension Order will continue to allow the Debtor to use cash collateral in accordance with the terms of the Final Cash Collateral Order and the attached Budget² through and including April 30, 2011.

The Extension Order will authorize and direct the Debtor to make a payment to Huntington on April 1, 2011 in the amount of \$30,000 (the “Payment”).³ The Payment is made in exchange for Huntington's consent to the Debtor’s ability to use cash collateral through April

¹ The Final Cash Collateral Order was subsequently amended by that certain Stipulation and Agreed Order Extending Certain Dates and Deadlines in this Chapter 11 Case, dated as of February 11, 2011 [docket # 513].

² Capitalized terms used and not defined herein shall have the meaning given them in the Final Cash Collateral Order.

³ Pursuant to prior agreed orders, the Court has authorized the Debtor to make monthly payments to Huntington.

30, 2011. The Parties reserve all rights concerning the application of the Payment. In all other respects, all terms and conditions contained in the Final Cash Collateral Order, as modified, including the agreement for extension of the Debtor's exclusive acceptance period only to April 13, 2011, shall remain in effect.

The Parties accordingly request that the Court enter the Extension Order in substantially the form attached hereto as Exhibit A. The Extension Order will be separately submitted in accordance with the Court's protocols for submission of proposed orders.

WHEREFORE, the Parties respectfully request that the Court (i) enter the Extension Order; (ii) authorize and direct the Debtor to make the Payment set forth in the Extension Order; (iii) grant such other and further relief as the Court deems just and proper.

Dated: March 23, 2011

Jointly Submitted,

/s/ Robert C. Folland

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**IN THE UNITED STATES BANKRUPTCY COURT
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EASTERN DIVISION**

<hr/>)	Chapter 11
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Kiebler Recreation, LLC)	Case No. 10-15099
dba Peek’N Peak Resort & Spa)	
)	Judge Baxter
Debtor.)	
<hr/>)	

**STIPULATION AND AGREED ORDER EXTENDING: FINAL ORDER
AUTHORIZING THE USE OF CASH COLLATERAL
AND GRANTING ADEQUATE PROTECTION**

This matter having come before the Court upon the stipulation of Debtor Kiebler Recreation, LLC, the Official Committee of Unsecured Creditors, and The Huntington National Bank for the entry of an order (the “Extension Order”) extending the terms of that certain Final Order Authorizing the Use of Cash Collateral and Granting Adequate Protection, dated as of December 7, 2010, as amended (the “Final Cash Collateral Order”) [docket # 418],⁴ and the

⁴ The Final Cash Collateral Order was subsequently amended by that certain Stipulation and Agreed Order Extending Certain Dates and Deadlines in this Chapter 11 Case, dated as of February 11, 2011 [docket # 513].

Court finding that good cause exists for the entry of this Extension Order, it is hereby ADJUDGED, DECREED AND

ORDERED that the second "ORDERED" paragraph on page 2 of the Final Cash Collateral Order is hereby amended to state as follows: "The Debtor is authorized to use Cash Collateral to operate the Debtor's business in the ordinary course, including to pay its actual, necessary, ordinary course operating expenses, from the date of this Order through April 30, 2011, pursuant to section 363(c)(2) of the Bankruptcy Code; provided that the Debtor is authorized to use Cash Collateral only for the payment of, or reimbursement for budgeted expenses, on a cumulative basis, as contained in the budget attached hereto as Exhibit A (the "Budget"), through April 30, 2011"; and it is further

ORDERED that the Debtor is authorized and directed to make a payment of \$30,000 to Huntington on April 1, 2011 (the "Payment");⁵ and it is further

ORDERED that the Payment is made in exchange for Huntington's consent to the extension of the Debtor's ability to use Cash Collateral; the Parties reserve all rights concerning the application of the Payment and its characterization as an adequate protection payment or otherwise; and it is further

ORDERED that notwithstanding anything contrary contained in the Budget, Huntington does not consent to the payment of any professional fees due to any Court-approved professional, other than as authorized pursuant to Order of the Court, or to any carveout for the payment of such professional fees, except that Huntington waives any objection to payment of professional fees on the basis that such payments are barred due to Huntington's interest in Cash Collateral; and it is further

⁵ Pursuant to prior agreed orders, the Court has authorized the Debtor to make monthly payments to Huntington.

ORDERED in all other respects, the Final Collateral Order, as subsequently modified, including the extension of the Debtor's exclusive acceptance period only to April 13, 2011, shall remain in effect; and it is further

IT IS SO ORDERED.

#

Respectfully submitted by,

/s/ Robert C. Folland

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Kiebler Recreation, LLC dba Peek'n Peak Resort Spa -- Bankruptcy Operating Budget - Cash Basis												
4 day Sub Period Ending	Marked to Actual Through 11/21/2010							Marked to Actual for the Budget to be filed on Dec 20 2010				
	10/3/10	10/10/10	10/17/10	10/24/10	10/31/10	11/7/10	11/14/10	11/21/10	11/28/10	12/5/10	12/12/10	12/19/10
	202,723	50,097	25,694	52,097	113,339	83,179	134,080	385,551	380,313	296,877	164,598	24,210
	58,138	177,323	364,422	308,800	216,204	267,375	653,940	211,707	131,330	162,690	155,970	385,861
	-	-	5,000	-	51,029	5,000	-	-	-	47,000	100	-
	-	-	-	45,938	-	52,807	-	-	-	-	-	-
	-	-	650	428	50	594	3,072	48,938	-	-	-	-
	-	3,704	2,302	3,588	2,635	2,866	-	166	191	-	-	50
	-	3,764	7,952	49,954	53,714	61,267	3,072	49,104	191	47,000	100	50
	58,138	173,619	356,470	258,846	162,490	206,108	650,868	162,603	131,139	115,690	155,870	385,811
	111,005	104,264	123,416	114,616	100,933	94,362	93,116	91,763	87,304	98,123	98,708	146,556
	40,001	-	303	1,238	46,937	579	6,745	672	1,430	41,994	512	80
	151,006	104,264	123,719	115,854	147,870	94,941	99,861	92,435	88,734	140,117	99,220	146,636
	3,463	17,136	19,465	16,087	3,627	10,837	18,589	7,758	4,406	12,430	23,643	16,740
	8,488	45,030	36,604	13,228	17,200	12,572	16,949	22,826	23,975	18,815	50,473	57,602
	165	4,601	2,647	3,846	2,261	561	898	2,185	2,384	3,921	5,311	9,829
	184	2,910	2,753	1,904	472	593	508	3,484	732	18,528	4,469	3,800
	-	-	4,257	2,429	2,274	8,156	65,780	7,620	7,390	9,495	5,912	42,793
	3,585	1,582	3,198	3,000	-	550	20,944	-	632	-	-	-
	-	-	1,198	-	-	48	-	-	489	-	-	-
	-	4,376	5,988	4,945	-	3,347	6,105	-	3,164	6,279	3,088	20,739
	2,766	709	7,485	2,863	1,069	1,420	2,926	5,066	2,288	2,061	2,526	7,457
	-	455	2,886	99	3,294	2,390	7,122	1,864	129	1,346	50,000	2,325
	18,651	76,799	86,477	48,201	30,197	40,474	139,821	50,803	45,587	72,875	145,421	161,286
	-	-	-	405	500	-	2,004	500	11,552	-	-	500
	-	-	-	-	-	-	(4,431)	633	-	-	-	-
	-	-	-	-	-	-	37,748	-	-	-	-	-
	-	-	-	405	500	-	35,321	1,133	11,552	-	-	500
	-	2,795	-	-	-	-	-	-	-	-	-	-
	1,307	-	795	-	-	-	795	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	25,611	-	-	-	-	-
	-	-	-	-	-	-	16,718	16,718	-	-	-	-
	-	11,260	-	-	-	-	11,260	-	-	-	-	-
	1,307	14,055	795	9,317	-	-	54,384	16,718	-	-	-	-
	584	20	20	20	589	10	20	20	83	1,143	20	20
	-	-	49,531	-	847	-	2,148	1,754	-	-	-	59,376
	-	-	-	20,098	-	-	-	-	-	-	-	-
	1,000	1,141	66	105	1,117	289	1,073	-	1,110	1,441	-	295
	58	305	-	-	402	1,219	1,092	4,121	69	1,185	1,597	2,502
	5,434	-	3,869	-	-	3,619	9,474	-	14,562	-	-	5,160
	-	-	-	-	-	-	-	-	-	2,827	-	1,115
	155	-	1,307	231	165	691	596	78	161	181	-	154
	7,231	1,466	54,793	20,454	3,120	5,828	14,403	5,973	15,986	6,777	1,617	68,622
	-	-	7,172	-	-	5,533	3,157	-	-	6,739	-	-
	-	-	57,111	-	1,376	-	48,313	779	652	23	-	39,441
	-	-	-	-	9,016	-	-	-	-	21,092	-	-
	-	645	-	3,373	-	631	3,066	-	-	-	-	637
	-	-	-	-	571	-	-	-	-	-	-	-
	-	793	-	-	-	658	1,071	-	107	346	-	-
	-	1,438	64,283	3,373	10,963	6,822	55,607	779	759	28,201	-	40,079
	-	-	-	-	-	-	-	-	-	-	-	-
	32,569	-	-	-	-	-	-	-	-	-	-	-
	32,569	-	-	-	-	-	-	-	-	-	-	-
	210,764	198,022	330,067	197,604	192,650	148,065	399,397	167,841	162,618	247,970	246,258	417,122
	(152,626)	(24,403)	26,403	61,242	(30,160)	58,043	251,471	(5,238)	(31,479)	(132,279)	(90,388)	(31,311)
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	Revised 12/20/2010		Proj'd Totals 9.30.2010 thru 1.2.2011	New Budget for 1							
	12/26/10	1/2/11		1/9/11	1/16/11	1/23/11	1/30/11	2/6/11	2/13/11	2/20/11	2/27/11
Beginning Cash Balance	(7,102)	(13,282)	202,723	296,200	810,542	695,300	921,724	807,532	435,134	311,148	886,572
Cash Receipts											
Total Cash Receipts	526,900	950,000	4,572,661	1,195,000	750,000	950,000	550,000	575,000	650,000	1,175,000	775,000
Less: Cash Collected on Behalf of Other Parties											
Sales / Use Tax	100,000	50,000	258,129	-	-	60,000	130,000	-	-	60,000	136,000
Occupancy Tax	-	-	52,807	-	-	46,000	-	-	-	-	-
Condo Rental Program (65% net of fees)	14,000	-	108,876	-	-	167,000	-	-	-	167,000	-
Sewage System & Water Company Costs	-	-	5,201	250	250	250	250	250	250	250	250
Golf Merchandise Paid to Pro (95%)	-	-	15,095	-	-	-	-	-	-	-	-
Total Payments of Cash Collected on Behalf of O	114,000	50,000	440,108	250	250	273,250	130,250	250	250	227,250	136,250
Net Cash Receipts Relating to Peek'n Peak Op	412,900	900,000	4,132,553	1,194,750	749,750	676,750	419,750	574,750	649,750	947,750	638,750
Cash Disbursements Relating to Peek'n Peak Operator											
Personnel											
Salaries & Wages	160,000	190,000	1,614,166	199,000	197,000	206,000	193,000	190,000	215,000	220,000	187,000
Taxes & Benefits	3,000	51,000	194,491	6,000	3,000	3,000	42,000	6,000	3,000	3,000	42,000
Total Personnel	163,000	241,000	1,808,657	205,000	200,000	209,000	235,000	196,000	218,000	223,000	229,000
Operations											
General Hotel, Ski, and Operations Costs	20,000	30,000	204,181	60,000	55,000	30,000	15,000	17,000	15,000	25,000	10,000
Food	50,000	55,000	428,761	75,000	60,000	60,000	87,860	60,000	75,000	60,000	50,000
Beverage - Beer / Liquor	8,000	10,000	56,409	20,000	22,000	23,000	15,000	15,000	15,000	20,000	10,000
Purchases for Resale	3,500	4,000	47,837	25,000	25,000	25,000	15,000	10,000	10,000	10,000	10,000
Ski Maintenance & Supplies	15,000	15,000	186,106	10,000	10,000	5,000	5,000	5,000	5,000	4,000	3,000
Golf Supplies and Maintenance Costs	-	-	33,491	500	500	500	500	500	500	500	500
Spa Supplies	1,000	-	2,733	500	-	500	-	-	-	-	-
Fuel Purchases	6,000	6,000	70,029	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
Repairs & Maintenance	6,000	10,000	54,635	5,000	5,000	5,000	5,000	2,000	2,000	2,000	2,000
Sales & Marketing	2,500	2,500	76,910	10,000	10,000	10,000	10,000	10,000	5,000	5,000	5,000
Total Operations	112,000	132,500	1,161,092	214,000	195,500	167,000	171,360	128,000	135,500	135,000	98,500
Leases											
Operating Leases											
Office Equip. Leases	-	-	15,461	-	114	-	-	-	1,336	-	-
Vehicle & Equipment Leases	-	-	(3,798)	-	-	-	-	-	-	-	-
Snowmaking Equipment Lease	-	37,748	75,495	37,748	-	-	37,748	-	-	-	-
Total Operating Leases	-	37,748	87,159	37,748	114	-	-	37,748	1,336	-	-
Capital Leases											
GE Capital (Shuttles)	-	-	2,795	-	-	-	-	-	-	-	-
HNB (2 Chevy Trucks)	795	-	2,385	-	-	795	-	-	-	795	-
GMAC (2)	531	633	11,788	-	-	531	633	-	-	531	633
Leasenet (Quarterly in advance)	-	25,611	51,222	-	-	-	-	-	-	-	-
Textron Leases (No Payments March, April, May)	-	33,436	66,872	-	16,718	-	16,718	-	-	-	16,718
Everbank (FKA Tygris) Lease	-	33,780	56,300	11,260	11,260	-	11,260	-	-	-	11,260
Total Capital Leases	1,326	93,460	191,362	11,260	27,978	1,326	28,611	-	-	1,326	28,611
General & Administrative											
Bank Charges	-	-	2,549	2,000	-	-	-	2,000	-	-	-
General Business Insurance	133,194	8,500	255,350	-	-	60,000	83,071	-	-	-	83,071
Worker's Comp Insurance	-	-	20,098	-	-	-	-	-	-	-	20,000
Postage	500	500	8,636	500	500	500	500	500	500	500	500
Office Supplies	1,000	1,000	14,551	500	500	500	500	500	500	500	500
Information Technology	4,000	4,000	50,118	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Telecom Projects	2,200	2,200	8,342	-	-	-	-	-	-	-	-
Travel & Mileage	360	360	4,440	400	400	400	400	400	400	400	400
Total General & Administrative	141,254	16,560	364,083	5,900	3,400	63,900	86,471	5,900	3,400	3,900	106,471
Utilities											
Cable & Internet	3,500	5,500	31,601	-	-	8,600	-	-	-	8,600	-
Electric	-	1,500	149,195	150,000	-	-	-	148,000	-	-	-
Natural Gas	-	8,000	38,108	2,000	-	-	12,000	2,000	-	-	10,000
Telephone	-	250	8,602	4,000	-	-	-	4,000	-	-	-
Security System	-	-	571	-	-	-	-	-	-	-	-
Trash Disposal	-	1,000	3,975	500	500	500	500	500	500	500	500
Total Utilities	3,500	16,250	232,053	156,500	500	9,100	12,500	154,500	500	9,100	10,500
Payments of Real Estate Taxes and Development Asses											
Chautauqua County Taxes	-	-	-	-	-	-	-	165,000	-	-	-
Clymer School Taxes	-	-	-	-	-	-	-	200,000	-	-	-
Developer Assessment Fees	-	23,000	55,569	-	-	-	-	-	-	-	-
Total Payments of Real Estate Taxes and Develo	-	23,000	55,569	-	-	-	-	365,000	-	-	-
Total Disbursements Relating to Peek'n Peak	421,080	580,518	3,899,976	630,408	427,492	450,326	533,942	887,148	358,736	372,326	473,082
Net Operating Cash Flow	(6,180)	339,482	232,576	564,342	322,258	226,424	(114,192)	(312,398)	291,014	575,424	165,668
Debt Service											
HNB - \$1.44 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - Ridgeway	-	-	-	-	-	-	-	-	-	-	-
HNB - \$4.19 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$6.81 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$1.00 Million LOC	-	-	-	-	-	-	-	-	-	-	-
PNC - Fairways	-	-	-	-	-	-	-	-	-	-	-
HNB - Payments made Under Agreement per 8th CCC	-	-	90,000	50,000	-	-	-	60,000	-	-	-
Total Debt Service on Term Loans	-	-	90,000	50,000	-	-	-	60,000	-	-	-
Net Operating Cash Flow After Debt Service	(6,180)	339,482	142,576	514,342	322,258	226,424	(114,192)	(372,398)	291,014	575,424	165,668
Chapter 11 Administrative and Professional Fees											
Debtor Legal Fees (Thompson Hine)	-	-	-	-	250,000	-	-	-	250,000	-	137,500
Debtor Legal Fees (Schaack Nelson)	-	-	-	-	7,500	-	-	-	-	-	-
Debtor Appraiser (Hotel & Leisure Advisors directly and to Apollo for reimbursement for retainer)	-	30,000	41,957	-	15,000	-	-	-	-	-	-
Debtor Financial Advisor (Ingleswood)	-	-	-	-	75,000	-	-	-	75,000	-	10,000
Unsecured Creditors - Hahn Loeser	-	-	-	-	60,000	-	-	-	60,000	-	5,000
Unsecured Creditors Financial - McGladery	-	-	-	-	30,000	-	-	-	30,000	-	-
U. S. Trustee Fees	-	-	7,142	-	-	-	-	-	-	-	13,000
Total Chapter 11 Administrative and Professional	-	30,000	49,099	-	437,500	-	-	-	415,000	-	165,500
Net Cash Flow	(6,180)	309,482	93,477	514,342	(115,242)	226,424	(114,192)	(372,398)	(123,986)	575,424	168
Ending Cash Balance	(13,282)	296,200	296,200	810,542	695,300	921,724	807,532	435,134	311,148	886,572	886,740

(677)

	1st Quarter of 2011 as of 12.20.2010									Proj'd Totals	Proj'd Totals
	3/8/11	3/13/11	3/20/11	3/27/11	4/3/11	4/10/11	4/17/11	4/24/11	5/1/11	1.3.2011 thru 5.1.2011	9.30.2010 thru 5.1.2011
Beginning Cash Balance	886,740	1,029,842	1,192,767	1,017,391	927,777	709,979	667,515	521,903	421,483	296,200	202,723
Cash Receipts											
Total Cash Receipts	631,000	558,800	260,200	270,500	95,900	131,200	135,600	113,000	126,300	8,942,500	13,515,161
Less: Cash Collected on Behalf of Other Parties											
Sales / Use Tax	-	-	5,000	61,000	-	-	5,000	24,000	-	481,000	739,129
Occupancy Tax	-	-	-	-	-	-	80,000	-	-	126,000	178,807
Condo Rental Program (65% net of fees)	-	-	239,500	-	-	-	91,000	-	-	664,500	773,376
Sewage System & Water Company Costs	250	250	250	250	250	250	250	250	250	4,250	9,451
Golf Merchandise Paid to Pro (95%)	-	-	-	-	-	-	-	500	500	1,000	16,095
Total Payments of Cash Collected on Behalf of O	250	250	244,750	61,250	250	250	176,250	24,750	750	1,276,750	1,716,858
Net Cash Receipts Relating to Peek'n Peak Op	630,750	558,550	15,450	209,250	95,650	130,950	(40,650)	88,250	125,550	7,665,750	11,798,303
Cash Disbursements Relating to Peek'n Peak Operator											
Personnel											
Salaries & Wages	186,000	153,000	133,000	112,000	78,000	72,000	73,000	76,000	80,000	2,570,000	4,184,166
Taxes & Benefits	6,000	3,000	3,000	40,000	6,000	3,000	3,000	50,000	6,000	228,000	422,491
Total Personnel	192,000	156,000	136,000	152,000	84,000	75,000	76,000	126,000	86,000	2,798,000	4,606,657
Operations											
General Hotel, Ski, and Operations Costs	10,000	8,000	8,000	5,000	5,000	5,000	5,000	5,000	8,000	286,000	490,181
Food	40,000	30,000	20,000	10,000	5,000	10,000	10,000	10,000	15,000	677,860	1,106,621
Beverage - Beer / Liquor	8,000	5,000	2,000	2,000	-	-	500	500	1,000	159,000	215,409
Purchases for Resale	2,000	2,000	-	-	-	-	-	500	500	145,000	192,837
Ski Maintenance & Supplies	2,500	2,500	2,500	-	-	-	-	-	-	54,500	240,606
Golf Supplies and Maintenance Costs	500	500	500	500	500	1,000	1,000	1,000	1,000	10,500	43,991
Spa Supplies	500	-	500	-	-	-	-	-	-	3,000	5,733
Fuel Purchases	5,000	5,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	95,000	165,029
Repairs & Maintenance	2,000	2,000	2,000	1,000	1,000	1,000	1,000	1,000	1,000	40,000	94,635
Sales & Marketing	2,500	2,500	2,500	-	-	1,000	1,000	1,000	2,500	78,000	154,910
Total Operations	73,000	57,500	41,000	21,500	14,500	21,000	21,500	22,000	32,000	1,548,860	2,709,952
Leases											
Operating Leases											
Office Equip. Leases	-	114	-	-	-	114	-	-	-	1,678	17,139
Vehicle & Equipment Leases	-	-	-	-	-	-	-	-	-	-	(3,798)
Snowmaking Equipment Lease	37,748	-	-	-	37,748	-	-	-	-	150,992	226,488
Total Operating Leases	37,748	114	-	-	37,748	114	-	-	-	152,670	239,829
Capital Leases											
GE Capital (Shuttles)	-	-	-	-	-	-	-	-	-	-	2,795
HNB (2 Chevy Trucks)	-	-	795	-	-	-	795	-	-	3,180	5,565
GMAC (2)	-	-	531	633	-	-	531	633	-	4,656	16,444
Leasenet (Quarterly in advance)	-	25,611	-	-	-	-	-	-	-	25,611	76,833
Textron Leases (No Payments March, April, May)	-	-	-	-	-	-	-	-	-	50,154	117,026
Everbank (FKA Tygris) Lease	-	-	-	11,260	-	-	-	11,260	-	67,560	123,860
Total Capital Leases	-	25,611	1,326	11,893	-	-	1,326	11,893	-	151,161	342,523
General & Administrative											
Bank Charges	2,000	-	-	-	2,000	-	-	-	-	8,000	10,549
General Business Insurance	-	-	-	83,071	-	-	-	-	-	249,213	504,563
Worker's Comp Insurance	-	-	-	20,000	-	-	-	20,000	-	120,000	140,098
Postage	500	-	-	-	500	-	-	-	500	3,500	12,136
Office Supplies	500	500	-	-	250	-	250	250	250	5,750	20,301
Information Technology	10,000	3,000	3,000	2,000	-	-	1,000	1,000	2,000	42,000	92,118
Telecom Projects	-	-	-	-	-	-	-	-	-	-	8,342
Travel & Mileage	400	400	400	400	200	200	200	200	200	5,800	10,240
Total General & Administrative	13,400	3,900	3,400	105,471	2,950	200	1,450	21,200	2,950	434,263	798,346
Utilities											
Cable & Internet	-	-	8,600	-	-	-	3,236	5,377	-	34,413	66,014
Electric	105,000	-	-	-	-	75,000	-	-	-	478,000	627,195
Natural Gas	2,000	-	-	8,000	-	1,500	-	-	4,000	41,500	79,608
Telephone	4,000	-	-	-	-	600	1,200	2,200	-	16,000	24,602
Security System	-	-	-	-	-	-	-	-	-	-	571
Trash Disposal	500	-	500	-	250	-	250	-	250	5,750	9,725
Total Utilities	111,500	-	9,100	8,000	250	77,100	4,686	7,577	4,250	575,663	807,716
Payments of Real Estate Taxes and Development Asse:											
Chautauque County Taxes	-	-	-	-	-	-	-	-	-	165,000	165,000
Clymer School Taxes	-	-	-	-	-	-	-	-	-	200,000	200,000
Developer Assessment Fees	-	-	-	-	26,500	-	-	-	-	26,500	82,069
Total Payments of Real Estate Taxes and Develo	-	-	-	-	26,500	-	-	-	-	391,500	447,069
Total Disbursements Relating to Peek'n Peak	427,648	243,125	190,826	298,864	165,948	173,414	104,962	188,670	125,200	6,052,117	9,952,093
Net Operating Cash Flow	203,102	315,425	(175,376)	(89,614)	(70,298)	(42,464)	(145,612)	(100,420)	350	1,613,633	1,846,209
Debt Service											
HNB - \$1.44 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - Ridgeview	-	-	-	-	-	-	-	-	-	-	-
HNB - \$4.19 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$6.81 Million	-	-	-	-	-	-	-	-	-	-	-
HNB - \$1.00 Million LOC	-	-	-	-	-	-	-	-	-	-	-
PNC -Fairways	-	-	-	-	-	-	-	-	-	-	-
HNB - Payments made Under Agreement per 8th CCC	60,000	-	-	-	-	-	-	-	-	170,000	260,000
Total Debt Service on Term Loans	60,000	-	-	-	-	-	-	-	-	170,000	260,000
Net Operating Cash Flow After Debt Service	143,102	315,425	(175,376)	(89,614)	(70,298)	(42,464)	(145,612)	(100,420)	350	1,443,633	1,586,209
Chapter 11 Administrative and Professional Fees											
Debtor Legal Fees (Thompson Hine)	-	137,500	-	-	137,500	-	-	-	137,512	1,050,012	1,050,012
Debtor Legal Fees (Schaack Nelson)	-	-	-	-	-	-	-	-	-	7,500	7,500
Debtor Appraiser (Hotel & Leisure Advisors directly and to Apollo for reimbursement for retainer)	-	-	-	-	-	-	-	-	-	15,000	56,957
Debtor Financial Advisor (Ingelwood)	-	5,000	-	-	5,000	-	-	-	5,065	175,065	175,065
Unsecured Creditors - Hahn Loeser	-	5,000	-	-	5,000	-	-	-	5,413	140,413	140,413
Unsecured Creditors Financial - McGladery	-	5,000	-	-	-	-	-	-	5,053	70,053	70,053
U. S. Trustee Fees	-	-	-	-	-	-	-	-	13,000	26,000	33,142
Total Chapter 11 Administrative and Professiona	-	152,500	-	-	147,500	-	-	-	166,043	1,484,043	1,533,142
Net Cash Flow	143,102	162,925	(175,376)	(89,614)	(217,798)	(42,464)	(145,612)	(100,420)	(165,693)	(40,410)	53,067
Ending Cash Balance	1,029,842	1,192,767	1,017,391	927,777	709,979	667,515	521,903	421,483	255,790	255,790	255,790

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Joint *Ex Parte* Motion was served electronically through the Court's ECF System upon the parties listed below on March 23, 2011.

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/s/ Joseph Zagraniczny
Joseph Zagraniczny